



# **NOTICE OF 2010 ANNUAL GENERAL MEETING**

**Including Explanatory Memorandum  
and Proxy Form**

**To be held on:**

Monday, 29 November 2010

11:30am

Australian Eastern Daylight Saving Time (AEDST)

Registration commencing 15 minutes earlier

**At:**

Giorgios Restaurant  
1235 High Street, Armadale  
Victoria, 3143, Australia

This is an important document. It should be read in its entirety. If you are in doubt as to the course you should follow, consult your financial or other professional adviser.

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## NOTICE OF 2010 ANNUAL GENERAL MEETING

Notice is hereby given that the 2010 Annual General Meeting of Mining Projects Group Limited ACN 006 189 331 (“the Company”) will be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria 3143 on Monday, 29 November 2010 at 11:30am (AEDST), for the purposes of considering and, if thought fit, passing each of the resolutions referred to in this Notice of 2010 Annual General Meeting.

The Explanatory Notes and Proxy Form accompanying this Notice of 2010 Annual General Meeting are hereby incorporated in and comprise part of this Notice of 2010 Annual General Meeting.

### **BUSINESS**

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#### **2010 Annual Financial Report**

To receive and consider the Annual Financial Report of the Company for the year ended 30 June 2010, comprising the Financial Report, the Directors’ Report, and the Audit Report. At the meeting, a representative of the Company’s auditors, PKF will be available to answer any questions of the members.

### **RESOLUTIONS - ORDINARY BUSINESS**

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To consider, and if thought fit, to pass, with or without amendment, the following ordinary resolutions:

#### **Resolution 1: Re-election of Non-Executive Director – James Babbage**

“That, Mr. James Babbage, a Non-Executive Director of the Company, who retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Further details in respect of Resolution 1 are set out in the Explanatory Notes accompanying this Notice of 2010 Annual General Meeting.

#### **Resolution 2: Election of Executive Director – Christopher Taylor**

“That, Mr. Christopher Taylor, currently an Executive Director the Company filling a casual vacancy on the board, being eligible, who offers himself election, be confirmed as a Director of the Company.”

Further details in respect of Resolution 2 are set out in the Explanatory Notes accompanying this Notice of 2010 Annual General Meeting.

#### **Resolution 2: Non-binding resolution to adopt Remuneration Report**

“That, Members hereby adopt the 2010 Remuneration Report as published in the Directors’ Report section of the Company’s 2010 Annual Financial Report.”

Further details in respect of Resolution 3 are set out in the Explanatory Notes accompanying this Notice of 2010 Annual General Meeting.

By the order of the Board



Richard Revelins  
Company Secretary

Dated: 25<sup>th</sup> October 2010

The accompanying Explanatory Notes and Proxy Form including Voting Instructions  
form part of this Notice of 2010 Annual General Meeting.

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## MINING PROJECTS GROUP LIMITED

ACN 006 189 331

### EXPLANATORY NOTES TO NOTICE OF 2010 ANNUAL GENERAL MEETING

These Explanatory Notes accompany and form part of the Mining Projects Group Limited Notice of 2010 Annual General Meeting to be held at Giorgios Restaurant, 1235 High Street, Armadale, Victoria, Australia 3143 on Monday, 29 November 2010 at 11:30am (AEDST). The Notice of 2010 Annual General Meeting should be read together with these Notes.

#### ORDINARY BUSINESS

##### **Resolution 1: Re-election of Non-Executive Director – James Babbage**

At each Annual General Meeting of the Company, one third of the Directors of the Company must retire from office by rotation, in accordance with the Company's Constitution. The Managing Director is not subject to rotation. No Director (except a Managing Director) shall retain office for a period in excess of three years without submitting himself or herself for re-election. A Director who retires from office by rotation and is eligible for re-election may offer him or herself for re-election.

Mr. Babbage has been a Director of the Company since 1991 and is the Chairman of the Company's Audit, Risk and Compliance, and Remuneration and Nomination Committees.

Mr. Babbage has been a Director of a number of public companies and possess extensive experience in company and financial management as well as being involved in the operation and management of mining companies. Mr. Babbage is also a Certified Practising Accountant (CPA).

##### **Resolution 2: Election of Executive Director – Christopher Taylor**

In accordance with the Company's constitution, a Director appointed by the Board, either to fill a casual vacancy or as an additional to the Board, must retire at the next Annual General Meeting of the Company following his or her appointment, but is eligible for election at the next Annual General Meeting of the Company. On this basis, Mr. Taylor retires and offers himself for re-election

Mr. Taylor has previously held senior roles as Exploration Geologist and Consulting Geologist to a number of Australia and international mining companies including Newcrest Mining Limited, Delta Gold Limited, Gutnick Resources NL and Range River Gold NL.

Mr. Taylor is a member of the Company's Audit, Risk and Compliance, and Remuneration and Nomination Committees.

##### **Resolution 3: Non-binding resolution to adopt Remuneration Report**

Pursuant to the *Corporations Act 2001* at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted. The vote on this Resolution is advisory only and does not bind either the Directors or the Company.

The purpose of Resolution 3 is to lay before the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the *Corporations Act 2001* and vote on a non-binding resolution to adopt the Remuneration Report for the year ended 30 June 2010.

The Remuneration Report is contained within the 2010 Annual Report. You may view the Annual Report by visiting the Company's website at [www.miningprojectsgroup.com.au](http://www.miningprojectsgroup.com.au) or you may order a hard copy of the Annual Report by phoning +61 (3) 9824 8166.

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## Mining Projects Group Limited (MPJ)

SAMPLE CUSTOMER  
 SAMPLE ADDRESS  
 SAMPLE ADDRESS  
 SAMPLE ADDRESS  
 SAMPLE ADDRESS  
 SAMPLE ADDRESS

## PROXY FORM

All correspondence to:  
 PO Box 8694  
 Armadale Victoria  
 Australia 3143  
 Ph: +61 (0)3 9824 8166  
 Fx: +61 (0)3 9824 8161

### Appointment of Proxy

I/We being member/s of Prana Biotechnology Ltd and entitled to vote hereby appoint

the Chairman of the Meeting (mark with an "X") **OR**  Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Mining Projects group Limited to be held at Giorgios, 1235 High Street, Armadale, Victoria, 3143, Australia, at 11:30am (AEDST) on Monday 29<sup>th</sup> of November, 2010 and at any adjournment of that meeting.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions/s and that votes cast by the Chairman of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

### Voting directions to your proxy – please mark 'X' to indicate your directions

	<i>For</i>	<i>Against</i>	<i>Abstain*</i>
<b>Resolution 1: Re-election of Mr. James Babbage to Serve as a Director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2: Election of Mr. Christopher Taylor to Serve as a Director</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3: Non-Binding Adoption of 2010 Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### Contact Telephone Number

Contact Name

Contact: Daytime Telephone

Date

### PLEASE SIGN HERE

- This section must be signed in accordance with the instructions below to enable your directions to be implemented.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

## How to complete this Proxy Form

### 1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please contact the Company's share registry to arrange for changes to be made.

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company.

### 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be noted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form.

### 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is more than one name, all the security holders should sign.
- Power of Attorney: to sign under a Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting, by 11:30am (Melbourne, Victoria time) on Monday, 29<sup>th</sup> of November, 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to:

**Mining Projects Group Ltd's Registered Office:**

Suite 2, 1233 High Street  
Armadale, Victoria, Australia 3143  
Ph: +61 (0)3 9824 8166

PO Box 8046  
Armadale, Victoria, Australia 3143  
Fx: +61 (0)3 9824 8161